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January 29, 2015

**VIA E-MAIL TRANSMISSION
AND ECF FILING**

The Honorable Robert E. Gerber
United States Bankruptcy Judge
United States Bankruptcy Court
Southern District of New York
Alexander Hamilton Custom House
One Bowling Green
New York, New York 10004

**Re: In re Motors Liquidation Company, et al.
Case No. 09-50026 (REG)**

**Letter Pursuant to January 28, 2015 Endorsed
Order Regarding Oral Argument and Related Matters**

Dear Judge Gerber:

King & Spalding LLP is co-counsel with Kirkland & Ellis LLP for General Motors LLC (“**New GM**”) in the above-referenced matter. In connection with its pending Motions to Enforce the Sale Order and Injunction, New GM, on behalf of itself and on behalf of Designated Counsel and counsel for the GUC Trust (each of whom is copied on this correspondence), submits this letter in accordance with the Court’s Endorsed Order entered on January 28, 2015 [Dkt. No. 13059] (“**First Endorsed Order**”) and Administrative Order, entered on January 13, 2015 [Dkt. No. 13044] (“**Administrative Order**”), concerning the date of and sequence for oral argument on the Motions to Enforce and time allocations for each party.

Because of a scheduling conflict, counsel for New GM, Designated Counsel and the GUC Trust had a conference with the Court’s Courtroom Deputy, wherein it was agreed (and approved by the Court) that oral argument on the Motions to Enforce, originally scheduled for Wednesday, February 4, 2015, would be adjourned to **February 17, 2015 at 9:45 a.m. (EST)**. New GM will file a Notice of Adjournment on the Court’s ECF system to reflect this adjournment.

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Counsel for New GM, Designated Counsel and counsel for the GUC Trust have met and conferred on the issues raised in the First Endorsed Order, and jointly recommend the following:

A. Due Process / Remedy / Old GM Claim Threshold Issues

The following would constitute the sequence for oral argument and the time allocation for each party:

- (1) New GM opening argument - 1 hour 35 minutes,
- (2) Designated Counsel response – 1 hour 25 minutes,
- (3) Designated Counsel for Pre-Closing Accident Plaintiffs response - 20 minutes,
- (4) GUC Trust/Unitholders response (the GUC Trust will present the argument on behalf of itself and the Unitholders) - 45 minutes,
- (5) New GM reply - 40 minutes,
- (6) GUC Trust/Unitholders sur-reply, *only if permitted by the Court* – 5 minutes, and
- (7) Designated Counsel sur-reply, *only if permitted by the Court* – 15 minutes.

It is anticipated that this portion of the oral argument would run to approximately 4:10 p.m. on Tuesday, February 17, 2015.¹

B. Equitable Mootness Threshold Issue (To Begin After “A” Above)

- (1) GUC Trust/Unitholders opening (the Unitholders will present the argument on behalf of themselves and the GUC Trust)- 15 minutes,
- (2) Designated Counsel response - 5 minutes,
- (3) New GM response - 5 minutes, and
- (4) GUC Trust/Unitholders reply - 5 minutes.

It is anticipated that this portion of the oral argument would be completed by approximately 5:00 p.m. on Tuesday, February 17, 2015.

¹ The parties agree that the lunch break should not interfere with any party's presentation. The parties leave it to the Court to determine whether the lunch break should occur after New GM's opening argument, or after Designated Counsel's response. Designated Counsel request that the lunch break come prior to Designated Counsel's response.

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Pursuant to a second Endorsed Order entered on January 28, 2015 [Dkt. No. 13058] (“**Second Endorsed Order**”), the Court determined that there will be no oral argument with respect to the legal standard for the “Fraud on the Court” issue.

Counsel for New GM, Designated Counsel and counsel for the GUC Trust respectfully request that the sequence of arguments and time allocations be approved and authorized by the Court.² If approved, counsel for New GM, Designated Counsel and counsel for the GUC Trust believe that oral argument on the Four Threshold Issues can be completed on February 17, 2015.

Respectfully submitted,

/s/ Arthur Steinberg

Arthur Steinberg

cc: Richard C. Godfrey, P.C.
Andrew B. Bloomer, P.C.
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² Counsel for the Unitholders and Designated Counsel for the Pre-Closing Accident Plaintiffs consent to the schedule set forth herein. Counsel for the Groman Plaintiffs filed a letter with the Court requesting an allotment of 10 minutes to address the Court on non-redundant, material points if counsel for the Groman Plaintiffs believe that their points have not been adequately addressed by other parties. In the Second Endorsed Order, the Court denied the Groman Plaintiffs’ request without prejudice, allowing the Groman Plaintiffs to renew their request at oral argument. If the Court grants the Groman Plaintiffs’ request, Counsel for New GM, Designated Counsel and counsel for the GUC Trust reserve their rights to respond to the Groman Plaintiffs’ arguments.